

# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO. et al.

Debtors.

)  
) Chapter 11  
)

) Case No. 01-01139 (JKF)  
) (Jointly Administered)

) Objection Deadline: Sept. 23, 2002 at 4:00p.m.

Hearing Date : TDB only if necessary

**SUMMARY COVERSHEET TO FIFTH MONTHLY INTERIM APPLICATION OF  
CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN FOR  
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR JULY 1, 2002  
THROUGH JULY 31, 2002**

Name of Applicant:	Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein ("CBBG")
Authorized to provide professional services to:	Special Litigation and Environmental Counsel to Debtors
Date of Retention:	February 1, 2002
Period for which compensation and reimbursement is sought	July 1, 2002 through July 31, 2002
Amount of compensation sought as actual, reasonable and necessary	\$21,524.00 for the period July 1, 2002 through July 31, 2002 in professional fees
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$339.61 for the period of July 1, 2002 through July 31, 2002

This is a:

Monthly interim application

Prior Applications filed: Yes

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
04/30/02	03/01/02 through 03/31/02	\$11,914.00	\$1,601.57	Application Pending	Application Pending
05/16/02	04/01/02 through 04/30/02	\$18,244.80	\$800.41	Paid	Paid
06/02	05/01/02 through 05/31/02	\$10,476.80	\$1,952.06	Paid in part <sup>1</sup>	Paid
07/02	06/01/02 through 06/30/02	\$23,778.80	\$124.87	Application Pending	Application Pending

As indicated above, this is the fifth application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

<sup>1</sup> When the certificate of no objection was filed for Carella Byrne's Third Monthly Interim Application, it contained a mathematical error in that it requested payment for 60% of the fees incurred during the Third Monthly Interim. Accordingly, Carella Byrne has requested the outstanding 40% of fees for services rendered in May 2002 in the Fifth Interim Quarterly Fee Application.

Summary of Compensation Requested

<b>Name of Professional Individual</b>	<b>Position, year assumed, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John M. Agnello	Partner	\$325	54.80	\$17,810.00
Melissa E. Flax	Partner	\$215	41.30	\$8,879.50
Justine A. Niccollai	Associate	\$160	1.60	\$256.00

Total Fees \$26,945.50

Total Hours 97.70

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
Copies – Internal and Outside	\$45.25
Westlaw	\$64.21
Telephone	\$41.08
Faxes	\$27.00
FedEx	\$11.28
Travel	
Messenger	\$164.21
Additional Staff Time	\$40.33
Court Reporter – transcript	
Total	\$339.61

**ATTACHMENT B  
TO FEE APPLICATION  
(July 1, 2002 through July 31, 2002)**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John M. Agnello	Partner – 23 years	\$325	54.80	17,810.00
Melissa E. Flax	Partner – 10 years	\$215	41.30	8,879.50
Justine A. Niccollai	Associate – 6 years	\$160	1.60	256.00

<b>Grand Total:</b>	<b>\$26,945.00</b>
<b>Blended Rate:</b>	

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category (Examples)</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis		
Asset Disposition		
Business Operations		
Case Administration		
Claims Administration and Objections		
Employee Benefits/Pensions		
Fee/Employment Applications	12.60	2,819.00
Fee/Employment Objections		
Financing		
Litigation	85.10	24,086.00
Plan and Disclosure Statement		
Relief from Stay Proceedings		
Tax Issues		
Valuation		
Other (Explain)		

**EXPENSE SUMMARY**

<b>Expense Category (Examples)</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Computer Assisted Legal Research		10.46
Facsimile (with rates)		27.00 (\$0.25 per page)
Long Distance Telephone		41.08
In-House Reproduction		45.25 (\$0.25 per page)
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Reporting		
Local Travel		
Out-Of-Town Travel airfare car/taxi service hotel		
Courier & Express Carriers (e.g. Federal Express)		11.28
Postage		
Other (Explain) – Additional Staff Time		40.33
Messenger		164.21

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FOR THE DISTRICT OF DELAWARE

In re: )  
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W. R. GRACE & CO. et al.<sup>1</sup> ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
Debtors. ) Objection Deadline: Sept. 23, 2002 at 4:00p.m.  
Hearing Date : TDB only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI,  
STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD  
FROM JULY 1, 2002 THROUGH JULY 31, 2002**

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



# EXHIBIT A

## CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART &amp; OLSTEIN

COUNSELLORS AT LAW

6 BECKER FARM ROAD  
ROSELAND, N.J. 07068-1739  
(973) 994-1700W.R. GRACE & COMPANY  
Client No.  
INVOICE NO.734680  
16743August 16, 2002  
Page 3

For Professional Services Rendered through 07/31/02

Matter # 734680.1 VS. ALLIED SIGNAL

04/14/02	MEF	Memo to C. Marraro regarding effect of consolidation on pleadings, etc.	.70	150.50
07/01/02	JMA	Review draft of Material Facts - Final Pretrial Order for meeting with C. Marraro	1.00	325.00
07/01/02	MEF	Review letter from Judge Cavanaugh regarding trial briefs, etc. and trial date	.20	43.00
07/01/02	MEF	Telephone call with C. Marraro and B. Hughes regarding length of trial brief; telephone call with A. Perez of Judge Cavanaugh regarding same; voice mail to C. Marraro regarding same	.40	86.00
07/02/02	JMA	Review and revise Grace Material Facts and Exhibit List for Final Pretrial Order; conference with C. Marraro and MEF re: preparation of Final Pretrial Order; conference with C. Marraro re: plaintiffs' motion to stay and ECARG expenses	9.00	2925.00
07/02/02	MEF	Conference with JMA and C. Marraro regarding Final Pretrial, Stipulation of Facts, Exhibits, EPA letter and trial strategy; telephone call with JMA, C. Marraro and P. Goad regarding trial preparation; revise Final Pretrial Order stipulations; email to C. Marraro regarding same	7.90	1698.50
07/03/02	JMA	Phone - C. Marraro, MEF and Warren Smith re: fee application	.20	65.00
07/03/02	JMA	Phone - C. Marraro re: stipulation with plaintiff	.80	260.00
07/03/02	JMA	Phone - C. Marraro, B. Hughes and MEF re: Honeywell position on stipulation; review Honeywell reply papers re: summary judgment vs. Grace Defendants	1.60	520.00

## CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART &amp; OLSTEIN

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16743

August 16, 2002

Page 4

07/03/02	JMA	Receipt and review letter from F. Boenning to S. German re: supplemental document production	.20	65.00
07/03/02	MEF	Prepare response to fee auditor's initial report; review accounting records	2.60	559.00
07/03/02	MEF	Telephone call with C. Marraro, JMA and W. Smith regarding fee applications	.20	43.00
07/03/02	MEF	Prepare local form 102 for May and April 2002	.50	107.50
07/08/02	JMA	Receipt and review letter from M. Caffrey to Clerk re: Honeywell Cross-Motion to dismiss; receipt and review Honeywell brief in opposition to motion to stay and in support of cross-motion; receipt and review Honeywell's two proposed forms of Order	2.00	650.00
07/08/02	JMA	Receipt and review Honeywell opposition to Grace request to dismiss Spill Act claims against ECARG; receipt and review letter from M. Caffrey to Clerk; phone - C. Marraro re: Honeywell opposition; receipt and review Honeywell's proposed form of Order	2.20	715.00
07/08/02	JMA	Review of and revisions to response to fee auditor report	1.00	325.00
07/08/02	MEF	Review June bill regarding preparation of fee application; prepare fee application for June time; prepare attachment B local forms for April and May; letter to W. Smith regarding same	3.20	688.00
07/08/02	MEF	Conference with JMA regarding response to auditor's initial report	.90	193.50
07/08/02	MEF	Revise and finalize response to Fee Auditor's Initial Report; letter to W. Smith serving same	1.00	215.00
07/09/02	JMA	Receipt and review executed Stipulation and Order as to certain facts; receipt and review letter from M. Caffrey re: supplemental production	.40	130.00

## CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART &amp; OLSTEIN

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16743

August 16, 2002

Page 5

07/09/02	JMA	Conference call with C. Marraro, B. Hughes, MEF re: reply to Honeywell opposition to dismissal of Spill Act claims; review NJ Spill Act; review cases cited by Honeywell; conference call with B. Hughes and MEF re: reply	3.00	975.00
07/09/02	MEF	Review revised bill for June 2002; revise June 2002 / 4th Montly Interim Fee Application	.50	107.50
07/09/02	MEF	Phone conferences with JMA, C. Marraro and W. Hughes regarding Honeywell opposition to request for dismissal of Spill Act claims and reply, review 2001 amendment to Spill Act, review White Oak case; phone conference with JMA and W. Hughes regarding Spill Act and Roned decision	2.40	516.00
07/10/02	MEF	Review fax from M. Caffrey to all counsel; voice mail - C. Marraro regarding Caffrey letter; telephone call with C. Marraro regarding Honeywell documents and damage proofs	.40	86.00
07/13/02	JAN	Review file for pro hac vice materials; draft letters to Pelletier, Hughes and Wallace regarding fees	.50	80.00
07/15/02	MEF	Review letter from K. Millian to F. Faranea regarding groundwater - wells	.30	64.50
07/17/02	MEF	Telephone call with C. Marraro regarding Final Pretrial Stipulation	.20	43.00
07/17/02	MEF	Review ICO's reply brief in support of motion to stay Riverkeeper case	.30	64.50
07/17/02	MEF	Conference with C. Marraro regarding Final Pretrial Stipulation; telephone call with S. German regarding exchange dates	2.00	430.00
07/18/02	MEF	Telephone call with M. Moasser regarding additional damage documents	.20	43.00

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Page 6

07/20/02	MEF	Review email from M. Moasser regarding damage documents; review letter from M. Moasser regarding documents; review additional documents regarding damage claim; telephone call with M. Moasser regarding same	1.50	322.50
07/22/02	JMA	Phone - C. Marraro re: Grace Final Pretrial Order; review and revise Stipulated Facts and Exhibit List for Final Pretrial Order	3.20	1040.00
07/22/02	MEF	Review email from M. Moasser regarding updated damage chart; review updated damage chart	.40	86.00
07/23/02	JMA	Phone - C. Marraro re: trial strategy; review and revise Grace Stipulated Facts for Pretrial Order; receipt and review letter from S. German; receipt and review plaintiffs' reply brief - motion to stay; receipt and review letter from S. German to Judge Cavanaugh; receipt and review letter from S. German to Clerk	4.20	1365.00
07/24/02	JMA	Phone conference with C. Marraro and Grace trial expert re: trial strategy; phone conference with C. Marraro, Grace trial expert and A. Nagy re: trial strategy	2.00	650.00
07/24/02	JMA	Conference call with C. Marraro and MEF re: schedule for pretrial submissions; conference call with C. Marraro, MEF, plaintiffs' counsel re: schedule for pretrial submissions; conference call with C. Marraro, A. Nagy and zoning counsel re: development of property; conference with MEF re: Grace damages - trial strategy	4.00	1300.00
07/24/02	MEF	Review email from M. Moasser regarding revised damage chart; review revised damage chart	.40	86.00
07/24/02	MEF	Conference call with JMA and C. Marraro regarding Final Pretrial Order; conference call with JMA, C. Marraro, K. Millian and S. German regarding Final Pretrial Order	2.00	430.00

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Page 7

07/24/02	MEF	Email from C. Marraro regarding schedules for Final Pretrial Order; review schedules; email to C. Marraro regarding same	.30	64.50
07/25/02	JMA	Receipt and review letter from K. Millian to NJDEP re: additional monitoring wells; conference with C. Marraro re: remedies and damages; conference with C. Marraro and MEF re: remedies and damages; phone conference with C. Marraro and A. Nagy re: damages, remedies, development issues, trial proofs; conference with C. Marraro, MEF, A. Nagy and B. Bowe, Esq. re: development issues; review memo on RCRA proof issues	9.20	2990.00
07/25/02	MEF	Conference with C. Marraro and JMA regarding trial preparation and damage remedy issues; telephone calls with JMA, C. Marraro, P. Goad (2); telephone calls with JMA, C. Marraro, A. Nagy and B. Bowe	7.00	1505.00
07/25/02	JAN	Telephone call with Kim at Wallace King regarding payment of pro hac vice fees	.40	64.00
07/26/02	JMA	Phone - C. Marraro re: development and remedy issues; memo re: remedy issues; letter to C. Marraro; revise Grace Stipulated Facts; continue review of memo re: RCRA proof issues; obtain summary judgment Opinion and Order from Clerk's office; preliminary review of summary judgment Opinion and Order; phone - C. Marraro re: summary judgment Opinion and Order	8.50	2762.50
07/26/02	MEF	Review schedule for Final Pretrial Order exchange and trial preparation - meetings with experts	.50	107.50
07/27/02	JMA	Phone conference with C. Marraro re: summary judgment Opinion and Order; conference with MEF re: summary judgment Opinion and Order	1.00	325.00
07/29/02	JMA	Phone - C. Marraro re: trial strategy; conference with MEF re: summary judgment opinion; phone - C. Marraro and B. Corchoran	1.30	422.50

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Page 8

07/29/02	MEF	Review decision regarding ten summary judgment motions	.80	172.00
07/29/02	JAN	Telephone call with Kim Campbell regarding payment of pro hac vice fees	.30	48.00
07/30/02	JMA	Phone - B. Corcoran; revise memo re: development issues	1.00	325.00
07/30/02	JAN	Receipt and review of pro hac vice fees; draft letter to Lawyers' Fund regarding payment of Rick Wallace and Bill Hughes	.40	64.00
07/31/02	MEF	Review P. Chapman email and PowerPoint presentation	.60	129.00
07/31/02	MEF	Prepare second quarterly fee application papers (4/1/02 - 6/30/02)	2.90	623.50

Total Fees:

-----  
27,055.50

## Disbursements

07/31/02	Messenger	64.21
07/31/02	Photocopies	80.50
07/31/02	Faxes	30.00
07/31/02	Telephone	45.93
07/31/02	Additional Staff Time	40.33
07/31/02	Computer Searches	10.46
07/31/02	Federal Express	11.28
07/31/02	Messenger - In House	100.00

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382.71

Total Costs

Total Due this Matter

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27,438.21

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CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN

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Page 9

SUMMARY OF FEES:

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEES
J M AGNELLO	325.00	55.80	18135.00
M E FLAX	215.00	40.30	8664.50
J A NICCOLLAI	160.00	1.60	256.00
TOTALS		97.70	27055.50



# EXHIBIT B

## CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART &amp; OLSTEIN

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07/31/02 MEF	Prepare second quarterly fee application papers (4/1/02 - 6/30/02)	2.90	623.50

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27,055.50

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07/31/02 Additional Staff Time	40.33
07/31/02 Computer Searches	10.46
07/31/02 Federal Express	11.28
07/31/02 Messenger - In House	100.00

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382.71

Total Costs

-----  
27,438.21

Total Due this Matter

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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Chapter 11

W. R. GRACE & CO. et al.<sup>1</sup>

Case No. 01-01139 (JKF)  
(Jointly Administered)

Debtors.

VERIFICATION

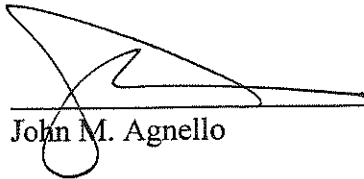
JOHN M. AGNELLO, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein and I am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Supreme Court of the United States.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G\_ C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

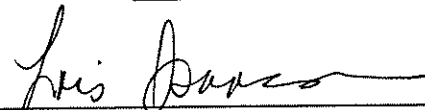
2. I have personally performed certain of, and overseen the legal services rendered by Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein as special litigation and environmental counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
John M. Agnello

In the State of New Jersey

SWORN TO AND SUBSCRIBED  
before me this 16th day of August, 2002

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

**LOIS ISAACSON**  
A Notary Public of New Jersey  
My Commission Expires 6/19/06